

**RULES OF ASSOCIATION
OF
ECHUCA AERO CLUB Inc**

1. In these Rules "The Act" means the Associations Act Incorporation Act, 1981 (as amended). And the Regulations" means Regulations under the Act.
2. The subscribers to the Rules of Association and such other persons as having agreed to become members shall be members of the Echuca Aero Club Inc (here after called the "Club").

COMMITTEE

3. The Club shall appoint a Committee of Management of the Association (here after called the "Committee") consisting of nine members selected as provided hereunder.

ELECTION OF COMMITTEE

4. Nomination of Candidates: Nomination of candidates for election to the Committee must be received by the Secretary not less than ten days before the Annual General Meeting of the Club. Each nomination shall be signed by two members proposing the candidate and also by the candidate accepting nomination.
5. No person shall be eligible to be a member of the Committee or have power to vote at any meeting unless he or she is a financial member of the Club.
6. At each Annual General Meeting an election shall be held for membership of the Committee for the ensuing twelve months.
7. Method of Elections:
 - [a] Each voter shall be given a ballot paper containing the names of each candidate and the voter shall strike out sufficient names to leave as many names on the paper as there are positions to be filled. In counting the votes each candidate shall receive one vote for each time his name remains on the ballot paper. Members may record postal votes.
The candidates with the most number of votes shall be elected to each position.
 - [b] In the event of none or insufficient nominations being received within the time prescribed, nominations or further nominations as the case may be may be accepted at the Annual General Meeting.
8. Of the members of the Committee at least five shall be qualified pilots of aircraft. Qualified pilots of aircraft shall include persons who hold a pilot's licence under the Air Navigation Act. Not more than one Director, partner or employee of any one aeronautical business or company shall be eligible for election to the Committee.
9. The office of members of the committee shall become vacant -
 - [a] If the Committee member ceases to be a member of the Club.
 - [b] If the Committee member becomes bankrupt or insolvent.
 - [c] If the Committee member is found lunatic or of unsound mind.
 - [d] If the Committee member sends his resignation in writing to the Secretary.
 - [e] If his or her office is declared vacant by resolution of a General Meeting.
 - [f] If the Committee member absents himself from three consecutive meetings without leave of absence.

POSTAL VOTES

10. Any member entitled to vote may do so by a postal vote. The Committee of the Club may prescribe the form of any postal vote and, if so prescribed, a vote is valid if it follows the form, in substance if not in detail. In every other case, a postal vote is valid if it clearly states the member's intentions. In the event of doubt, a postal vote shall not be counted.
11. Every postal vote shall be returnable to the Secretary of the Club at the postal address of the Club, from time to time and must be posted in sufficient time to reach the Secretary not later than two days before the General Meeting at which the ballot is to be held.

MEETINGS OF COMMITTEE

12. The Committee shall meet at such times and places as it may arrange and a special meeting may be summoned at any time by the President, or on a requisition signed by five members of the Committee or in emergency by the Secretary.

QUORUM

13. The quorum of the Committee shall be four.

14. The President shall be Chairman of the Committee. In the absence of the President, the Vice-President and in the absence of the Vice-President the Committee shall at any Committee meeting have power to elect a temporary Chairman who shall hold office only until the termination of that meeting.
15. In the event of equality of votes of the Committee the Chairman shall have a casting vote as well as a deliberate vote.
16. The Club may at any General Meeting by a majority of two-thirds of the total membership of the Club remove any officer or member of the Committee of the Club from the Committee or office he or she occupied before the expiration of the period of office and shall by election by the method laid down in paragraph 6 elect another person instead. The person so appointed shall hold office during such time only as the person in whose place he or she is appointed would have held the same if he had not been removed.

SUB-COMMITTEE

17. Appointments: The Committee may appoint sub-committees and may delegate to them such power as it may think fit to prescribe in the terms of reference. Such sub-committees
18. Sub committees may co-opt persons who are not members of the Committee or of the Club to act in an advisory capacity only.
19. Vacancies: The Committee may appoint additional members to or fill vacancies on any sub-committee.

EX OFFICIO MEMBERS

20. The President shall be Ex officio Member of every Committee and sub-committee.

OFFICERS OF THE CLUB

21. The officers of the Club shall be:-
 - [a] the President;
 - [b] Vice-President;
 - [c] Secretary (Public Officer of the Club)
 - [d] Treasurerand they shall hold office from one Annual General Meeting to the next, when the office shall be vacated.
22. The officers of the Club shall be elected by the members at each Annual General Meeting of the Club. The method of election shall be as stated in paragraph 9 with any necessary changes occasioned by circumstances.
23. If any of the circumstances set out in paragraph 9 apply to an officer of the Club, then the office shall, thereupon, become vacant.
24. If any office becomes vacant before next Annual General Meeting, the Committee may appoint another member to hold that office until the next Annual General Meeting.

MEMBERSHIP OF THE CLUB

25. The Committee shall have power to elect members of the Club upon such terms and subject to such regulations or restrictions as to members or otherwise as the Committee may from time to time deem advisable..
 - [a] Where the Committee considers that a person because of service to the Club or because of that person's achievements in aeronautics is worthy of being made an Honorary Life Member of the Club, the Committee by unanimous vote of those present at a Committee meeting of which seven days notice of the intention to consider such election has been given elect (with that person's consent) such person as an Honorary Life Member of the Club. An Honorary Life Member shall have all the rights of an ordinary member save that he shall not be liable to pay an entrance fee or annual subscription.
26. Applications must be made for entry to the Club on the approved form.
27. Election of membership to the Club shall be by the Committee who shall vote by ballot if necessary.
28. Notice in writing of election to membership of the Club shall be sent by post to each new member by the Secretary together with a copy of the Rules of Association .
29. No newly-elected member shall participate in any of the privileges or advantages of the Club until his or her subscription shall have been paid and no member whose subscription is in arrears shall be entitled to vote at any meeting.
30. The name of the candidate whose application for membership shall have been rejected must not be resubmitted for election within twelve months after rejection.

SUBSCRIPTIONS TO BE FIXED BY COMMITTEE

31. The entrance fee and annual subscription for all members shall be fixed by the Committee from time to time.
32. The entrance fee and annual subscription shall be submitted with the application for membership. Subscriptions shall be refunded if the application for membership is rejected.
 - [a] Subsequent subscriptions shall be payable on 1st September each year except that in the case of members elected on or after the 1st July in any year, the subscription then payable shall cover the ensuing year.
33. In the case of subscriptions not being paid within one calendar month of election and failing a satisfactory explanation, the election may be cancelled and the candidates name erased from the list of members.
34. In the case of members whose subscription remains unpaid by 1st November, the Secretary shall notify the member by letter that unless the subscriptions and fees due, are paid before the 1st of December, he or she shall cease to be a member of the Club but shall remain legally liable for the fees and subscription then due.
35. The Committee may reinstate a member on satisfactory grounds being shown for the failure of payment.
36. A member on paying his subscription is hereby considered to have submitted himself to these presents, and on these conditions alone he is entitled to enjoy the advantages and privileges of the Club.
37. All communications to members shall be sent to the Address given on the application for election unless the Secretary is otherwise directed in writing and any notice sent by post to such address shall be deemed to have been duly received. In proving service by post it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the letter box at the proper address or is properly posted.
38. The name of every person becoming a member shall be forthwith entered in a Register of Members together with the date of election and address and no name shall be erased from the Register except by order of the Committee duly entered in the Minutes.
39. Any member wishing to resign his membership shall give notice in writing to the Secretary on or before the 31st August in any year, failing which he or she shall be liable to pay the subscription for the following year.

BANKRUPTCY

40. If any member of the Club is adjudicated a Bankrupt or shall make a composition or enter into a scheme of arrangement under the Bankruptcy Act he or she shall thereupon cease to be a member of the Club but the Committee may in exceptional cases reinstate him or her without payment of a subscription fee.

SUSPENSION OR EXPULSION

41. In the event of a breach by a member of the rules of the Club or of conduct on the part of a member rendering it in the opinion of the Committee desirable that he or she should cease to be a member, the member shall be called before the Committee and failing a satisfactory explanation may be suspended, cautioned, required to resign, or expelled. There shall be no refund of any subscription.
42. The Committee shall be specially summoned to consider questions under the preceding Rules and notice shall be sent to the member at least seven days prior to the meeting. Before coming to a decision the Committee shall hear any explanation which such member may desire to give, together with any evidence in support of each explanation tendered by the member. No member shall be cautioned, suspended, required to resign or expelled unless the resolution be supported by at least two thirds of the members of the Committee present.
43. Any member expelled, suspended or otherwise dealt with by the Committee in accordance with these rules shall have the right to appeal to a special general meeting of the Club against the decision of the Committee and the decision of such general meeting shall be final.

MEMBERS DUTY OF CARE

44. Members must take care of any aircraft or other property of the Echuca Aero Club whilst under their care or control and shall be responsible for any damages or losses occasioned by any lack or care

ANNUAL GENERAL MEETING

45. Annual General Meetings shall be held at such times and places as may be determined by the Committee, but not later than the 31st of September in each year. The notice convening the meeting shall state the time and place of the meeting, the business to be transacted and shall be posted to members at least fourteen days prior to the date of the meeting.

SPECIAL GENERAL MEETING

46. A Special General Meeting of the Club shall be held only by direction of the Committee or on a requisition of not fewer than ten per cent of the members who are entitled to vote. Such direction or written request shall state the purpose for which the meeting is to be held and at the Special General Meeting (which shall be held within one calendar month after receipt by the Secretary of the direction or request) no matter shall be taken into consideration except those specified in the notice convening the same. The Secretary shall send to every member notice of the date, place and object of such Special General Meeting not less than ten days prior to the date of the meeting.
47. If within half an hour of the time appointed for a meeting a quorum is not present, the meeting if convened upon requisition of members shall be dissolved. In any other case, it shall stand adjourned to the same day in the following week at the same place and time and if at such adjourned meeting a quorum is not present it shall be adjourned Sine Die.
48. The quorum at an Annual or Special General Meeting shall be ten members or 10% of members entitled to vote, whichever is greatest. At an Annual or Special General Meeting the President or, in his or her absence, a Chairperson appointed by the Meeting shall preside and shall have a second casting vote.
49. The Chairperson may with the consent of any General Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned Special General Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

VOTES OF MEMBERS

50. Votes may be given in person except for postal voting as provided in Clause 10.
51. At every General Meeting a resolution put to the vote of the meeting shall except where otherwise specifically provided by these Rules, be decided on by the show of hands by a numerical majority of the members present in person and entitled to vote. Unless before or upon the declaration of the result of the show of hands, a poll may be demanded by any five members present in person and entitled to vote and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has or has not been carried shall be conclusive and an entry to that effect in the Minutes of the Club shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

FINANCE

52. The Committee shall cause banking accounts to be opened in the name of the Club with such banks in Victoria and in such other places as they may think proper.
53. All cheques drawn upon the bankers of the Club shall be signed by the Secretary and the President, or the Treasurer and the Secretary, or the President and Treasurer.
54. No securities deposited with the bankers shall be delivered by them without the order of at least two of the members of the Committee.
55. All money payable to the Club shall be received by the Treasurer or some person authorised by the Committee and shall be paid into the banking account of the Club.
56. The Committee shall cause true accounts to be kept of monies received and expenditure of the Club and of the assets and liabilities of the Club.
57. The accounts shall be closed on the thirtieth of June in each year and a Balance Sheet and Revenue Statement shall be made out as at that date and submitted to the next Annual General Meeting.
58. The Committee shall from time to time determine where and at what times and places in each year the accounts and books of the Club shall be open for inspection by members

AUDIT

59. At each Annual General Meeting a qualified Accountant (who shall not be an officer or member of the Club) shall be appointed auditor to hold office until the next Annual General Meeting and the remuneration to be paid to such auditor shall be fixed by the Club at such meeting. Any casual vacancy occurring in the office of Auditor subsequent to any Annual General Meeting of the Club shall be filled by decision of the Committee.
60. Every account of the Committee when audited, shall be conclusive except as regards an error discovered within three months immediately following the approval thereof. Whenever an error is discovered within that period the accounts shall be immediately corrected and then shall be conclusive.

LEGAL

61. The Committee shall have power to appoint an individual or firm to act as Solicitor to the Club who shall transact all the legal business of the Club. The remuneration if any paid to such Solicitor or Solicitors shall be in accordance with the usual professional charges for work done or such modified sum as may be arranged as between the Committee and the Solicitor or Solicitors.

PATRONS

62. The Club may appoint Patrons who need not be members of the Club.

CONTROL OF COMPETITIONS AND AERONAUTICS

63. The exercise of the control of the Club and competitions and sporting events and trials in connection with aeronautics in the Echuca District is vested in the Committee who may for this purpose from time to time make alter or amend such rules and regulations as they may think proper. Any member of the Club who shall disregard such rules and regulations or take part in any competition not authorised by the Club or other, duly authorised, Club Association or body, shall be liable to such penalty, suspension or disqualification as the Committee may think fit to pronounce.

USE OF CLUB ADDRESSES

64. No member shall use or allow to be used the name of the Club in any advertisement, prospectus or business announcement other than as a holder of the Club's Certificates or Awards.

65. The name and address of the Club shall not be given by a member as his or her address or otherwise for the purposes of identification in connection with legal proceedings.

COMMON SEAL

66. The Committee shall have the power to provide a Common Seal for the purpose of the Club and from time to time to destroy the same and substitute a new Seal in lieu thereof

67. The Seal for the Club for the time being shall be kept in the custody of the Secretary, unless otherwise determined by resolution of a General Meeting. The Common Seal shall not be used except under and by virtue of a Minute of the Committee.

EXECUTION OF DOCUMENTS

68. Any deed or document debenture or security which the Committee may by any resolution determine on execution shall be under the Common Seal of the Club signed by two members of the Committee and countersigned by the Secretary.

ALTERATION OF RULES

69. Any alteration of these Rules shall be by a Special Resolution of the Club, consisting of not less than three-quarters of those entitled to vote at any General Meeting.

INDEMNITY OF OFFICERS

70. Subject to the provisions of the Act, all officers or trustees of the Club shall be indemnified by the Club from all losses and expenses properly incurred by them in or about the discharge of their respective duties.

71. Subject to the provisions of the Act, no trustee or other officer of the Club shall be liable in respect of any other trustee or officer joining in any receipt or other act for the sake of conformity nor for any loss or expense happening to the Club unless the same happens through his or her own wilful act or default.

72. The Accounts and vouchers of any officer or trustee of the Club may be settled and allowed or disallowed either wholly or in part by the Committee.

BY-LAWS

73. The Committee may make By-laws relating to any matter not dealt with in these Rules.

74. A By-law is validly made after a period of not less than 30 days after a Notice of Intention to make By-Law is given by publication in any periodical news sheet or by letter posted to every person who is a financial member of the Club and during that same period the same Notice is prominently displayed in the Club rooms. It is the Committee's obligation to ensure that Notice is properly given.

75. A Notice of Intention to make a By-Law must contain a clear statement that, after the required period of publication, the Committee will make a By-Law in the terms of that published. The Notice must also contain the

precise wording of the intended By-Law. Any substantial variation between the terms of the proposed By-Law and the published notice shall make the By-Law invalid.

76. Any Member shall have the right to lodge a written objection against the making of the proposed By-Law. The objection must set out the substance of the Member's objection. The Member should state whether he or she seeks to address the Committee in support of the objection or, relies upon the written objection.
77. After hearing or considering any objection the Committee must give a written response setting out clear reasons for accepting or rejecting any objection.
78. If the Committee decides that the proposed By-Law should be altered in any material particular then they must publish Notice, and address any objections to the amended proposed By-Law, in the manner previously described.
79. No By-Law shall:-
 - [a] impose a penalty in respect of any wilful failure of a Member to observe the By-Law. (But this will not prevent the Committee from seeking censure of any Member offending against a By-Law as may be previously set out in these Rules.)
 - [b] be in any way contrary to or nullify the effect of any Rule.

LIQUOR LICENCE

80. The Members in an Ordinary General Meeting or the Committee of the Club may apply for any Licence pursuant to the provisions of any Act of the Parliament of Victoria dealing with the issue of a Licence for the sale and disposal of liquor on any terms that the Club or Committee believe appropriate.
81. No payment of any amount shall be allowed to any officer or servant of the Club by way of commission or allowance from the receipts of the Club for the sale and disposal of liquor.
82. A visitor to the Club must not be supplied with liquor in Club premises unless:-
 - [a] the visitor is a guest in the company of a member of the Club; or,
 - [b] a visitor otherwise admitted in accordance with the rules of the Club.
83. A person shall not:-
 - [a] be admitted as an honorary or temporary member of the Club; or
 - [b] be exempted from the obligation to pay the ordinary subscription for membership of the ClubUnless the person is of a class specified in the rules and admission or exemption is in accordance with the rules.
84. The Committee must provide a system for keeping records of guests who attend any part of Club premises that are licensed for the sale or disposal of liquor.
85. Each Member shall abide by the rules and regulations of any Licence issued to the Club under the Liquor Control Act.